

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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EAST RIVER REALTY COMPANY LLC,

Plaintiff,

-against-

TRC COMPANIES, INC.,

TRC ENGINEERS, INC.

TRC ENVIRONMENTAL CORPORATION,

Defendants.

Docket No. 1:06-cv-05417 (WHP)

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**DECLARATION OF MICHELLE R. MIGDON IN SUPPORT OF
DEFENDANTS' MOTION TO DISMISS THE COMPLAINT
PURSUANT TO RULES 12(b)(1), 12(b)(7) and 12(b)(6)**

Pursuant to 28 U.S.C. § 1746, Michelle R. Migdon hereby declares as follows:

1. I am an associate at the firm of Proskauer Rose LLP and a member of the bar of this Court. I am one of the attorneys representing Defendants TRC Companies, Inc., TRC Engineers, Inc., and TRC Environmental Corporation (collectively “TRC”) in this matter. I respectfully submit this Declaration in support of TRC’s Motion to Dismiss the Complaint of Plaintiff East River Realty Company LLC (“ERRC”) for lack of subject matter jurisdiction pursuant to Rule 12(b)(1), for failure to join indispensable parties under Rules 19 and 12(b)(7), and for failure to state a claim upon which relief can be granted under Rule 12(b)(6), and to put before the Court true and correct copies of the documents listed below.

2. Attached as Exhibit A is a true and correct copy of the NYS Department of State, Division of Corporation’s online record for Consolidated Edison Company of New York (“Con Edison”).

3. Attached as Exhibit B is a true and correct copy of the “Consolidated Edison Company of New York, Inc. First Avenue Properties Insurance Policy,” Policy NO. PLS/CCC 1950199 issued by Granite State Insurance Company, 70 Pine Street, New York, NY.

4. Attached as Exhibit C is a true and correct copy of the “Designers and Constructors Project Specific – Protech Professional Liability and Pollution Liability Policy for a Specified Project,” Policy No. 952 67 32 issued by Commerce and Industry Insurance Company, 70 Pine Street, New York, NY.

5. Attached as Exhibit D is a true and correct copy of the Legal Notice page from AIGAccess.com, listing states of domicile and principal place of business for member companies of American International Group, Inc.

6. Attached as Exhibit E is a true and correct copy of an August 9, 2006 letter from Richard Ben-Veniste, Esq. (counsel for ERRC) to the Honorable William H. Pauley III in the above-captioned action.

7. Attached as Exhibit F is a true and correct copy of a July 5, 2006 New York State Department of Environmental Conservation ("NYSDEC") News Release "DEC Announces New Draft Superfund/Brownfield Regulations."

8. Attached as Exhibit G is a true and correct copy of a NYSDEC News Release "DEC Accepting Applications for New Brownfield Cleanup Program."

9. Attached as Exhibit H is a true and correct copy of an August 30, 2005 letter from Sheldon H. Solow (ERRC) to Robert P. Stelben, Vice President of Con Edison.

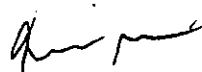
10. Attached as Exhibit I is a true and correct copy of a September 8, 2005 letter from Alan M. Berman, Esq., LeBoeuf, Lamb, Greene & MacRae LLP (counsel for Con Edison) to Daniel Riesel, Esq., Sive, Paget & Riesel (counsel for ERRC).

11. Attached as Exhibit J is a true and correct copy of an August 22, 2005 letter from Daniel Riesel, Esq., Sive, Paget & Riesel (counsel for ERRC) to Joseph E. Cellura, Vice President, AIG Environmental.

12. Attached as Exhibit K is a true and correct copy of a December 16, 2005 letter from Joseph Mattiasi, Manager Environmental Claims, AIG Domestic Claims, Inc., to Michael Skirka (TRC).

13. Attached as Exhibit L is a true and correct copy of the NYSDEC Voluntary Cleanup Program Homepage and the May 2002 draft NYSDEC Division of Environmental Remediation Voluntary Cleanup Program Guide.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct. Executed in New York, NY on August 25, 2006.

A handwritten signature in black ink, appearing to read "Michelle R. Migdon", written over a horizontal line.

Michelle R. Migdon